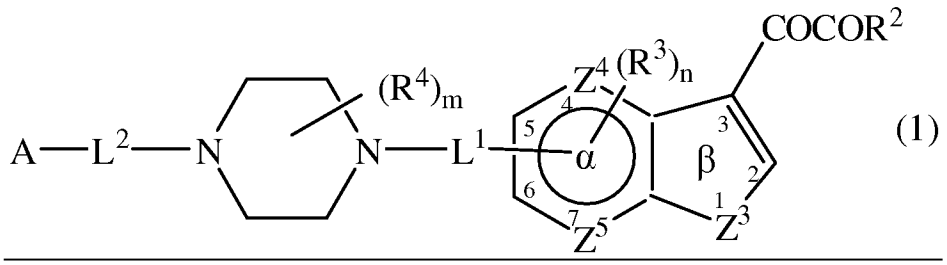
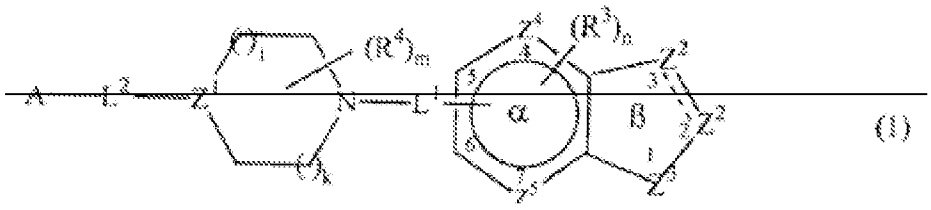
AMENDMENTS TO THE CLAIMS

1. (currently amended): A compound of the formula:





or a pharmaceutically acceptable salt thereof, ~~wherein~~

~~represents a single or double bond;~~

~~each Z^2 is independently CR^1 or $C(R^1)_2$ wherein one R^1 is $COCOR^2$ and the remaining R^1(s) are H;~~

wherein R^2 is H, or is straight or branched chain alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, or heteroarylalkyl, each optionally substituted with halo, alkyl, heteroalkyl, SR, OR, NR_2, OCOR, NRCOR, $NRCONR_2$, $NRSO_2R$, $NRSO_2NR_2$, $OCONR_2$, CN, COOR, $CONR_2$, COR, or R_3Si wherein each R is independently H, alkyl, alkenyl or aryl, or

wherein R^2 is OR, NR_2, SR, $NRCONR_2$, $OCONR_2$, or $NRSO_2NR_2$, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl, and wherein two R attached to the same atom may form a 3-8 member ring and wherein said ring may further be substituted by alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroalkenyl, heteroaryl, heteroarylalkyl, or optionally substituted with halo, SR, OR, NR_2, OCOR, NRCOR, $NRCONR_2$, $NRSO_2R$, $NRSO_2NR_2$, $OCONR_2$, or R_3Si wherein each R is independently H, alkyl, alkenyl or aryl wherein two R attached to the same atom may form a 3-8 member ring, optionally substituted as above defined;

Z^3 is NR^7, O, or S;

R^7 is hydrogen or is optionally substituted alkyl, optionally substituted acyl, OR, or NR_2 wherein each R is independently H, alkyl, alkenyl or aryl; ~~or is optionally substituted alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, or is SOR, SO_2R, RCO, COOR, alkyl-COR, SO_3R, $CONR_2$, SO_2NR_2, CN, CF_3, NR_2, OR, alkyl-SR, alkyl-SOR, alkyl-SO_2R, alkyl-OCOR, alkyl-COOR, alkyl-CN, alkyl-$CONR_2$, or R_3Si, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;~~

one of Z^4 and Z^5 is N and the other of Z^4 and Z^5 is CH;

each R^3 is halo, alkyl, heteroalkyl, OCOR, OR, NRCOR, SR, or NR_2, wherein R is H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;

n is 0-3;

~~each of L^1 and L^2 is a linker;~~

L^1 is CO, SO, SO_2, CHOH or CH_2;

L^2 is alkylene (1-4C) or alkenylene (1-4C) optionally substituted with a moiety selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl or aryl, and wherein two substituents on L^2 can be joined to form a non-aromatic saturated or unsaturated ring that includes 0-3 heteroatoms which are O, S and/or N and which contains 3 to 8

members or said two substituents can be joined to form a carbonyl moiety or an oxime, oximeether, oximeester or ketal of said carbonyl moiety;

each R^4 is independently selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl, or R^4 is =O or an oxime, oximeether, oximeester or ketal thereof;

m is 0-4; and

~~Z^1 is CR^5 or N wherein R^5 is H, OR, NR_2, SR or halo, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;~~

~~each of l and k is an integer from 0-2 wherein the sum of l and k is 0-3; and~~

A is a cyclic group optionally substituted with 0-5 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl.

2-5. (canceled)

6. (previously presented): The compound of claim 1 wherein R^7 is H, or is optionally substituted alkyl, optionally substituted acyl, OR, or NR_2 wherein each R is independently H, alkyl, alkenyl or aryl.

7-8. (canceled)

9. (original): The compound of claim 8 wherein L^1 is CO.

10-12. (canceled)

13. (original): The compound of claim 12 wherein L^2 is unsubstituted alkylene.

14. (original): The compound of claim 13 wherein L^2 is unsubstituted methylene.

15. (canceled)

16. (previously presented): The compound of claim 1 wherein A is optionally substituted phenyl.

17. (original): The compound of claim 16 wherein said optional substitution is by halo, OR, or alkyl.

18. (original): The compound of claim 17 wherein said phenyl is unsubstituted or has a single substituent.

19. (canceled)

20. (previously presented): The compound of claim 1 wherein each R^4 is halo, OR, or alkyl.

21. (original): The compound of claim 20 wherein m is 0, 1, or 2.

22. (original): The compound of claim 21 wherein m is 2 and both R^4 are alkyl.

23. (canceled)

24. (previously presented): The compound of claim 1 wherein R^3 is halo or alkoxy.

25-28. (canceled)

29. (previously presented): The compound of claim 1 wherein Z^4 is N and Z^5 is CH.

30. (previously presented): The compound of claim 1 wherein Z^5 is N and Z^4 is CH.

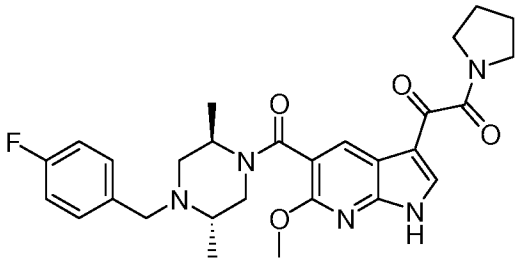
31-32. (canceled)

33. (currently amended): A pharmaceutical composition ~~for treating conditions characterized by enhanced p38 α activity~~ which composition comprises

a therapeutically effective amount of at least one compound of claim 1 and at least one pharmaceutically acceptable excipient.

34-45. (canceled)

46. (new): A compound selected from the group consisting of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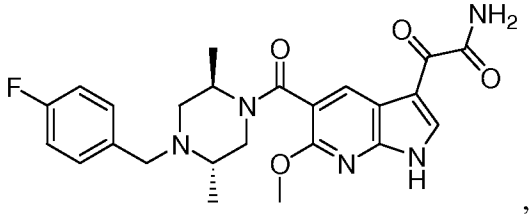
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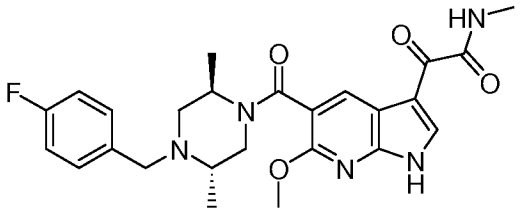
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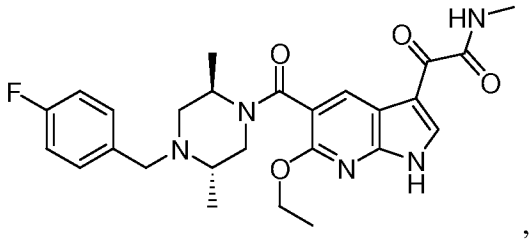
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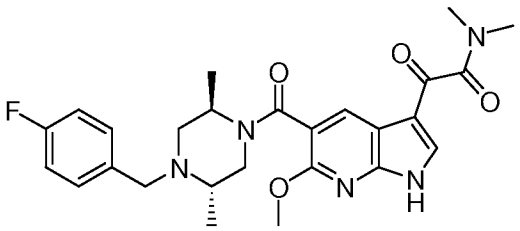
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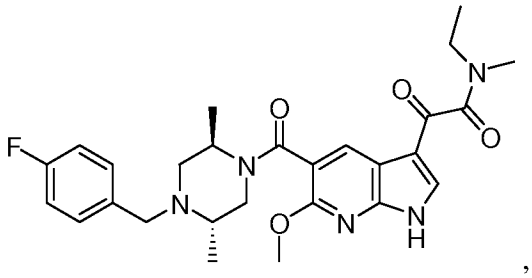
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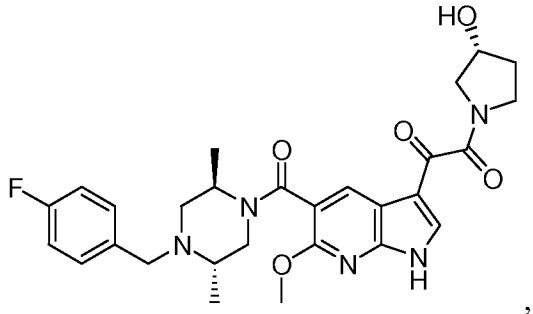
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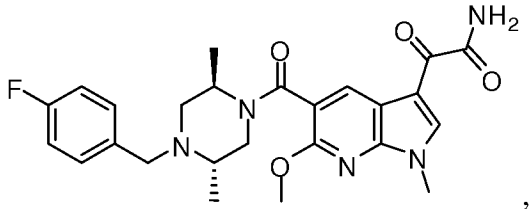
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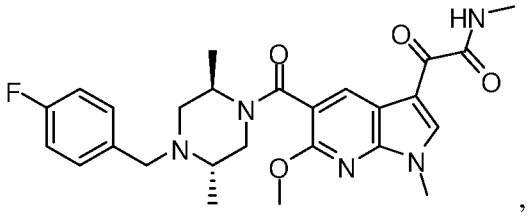
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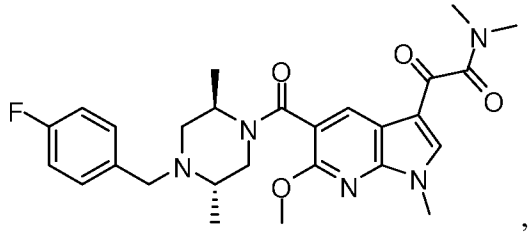
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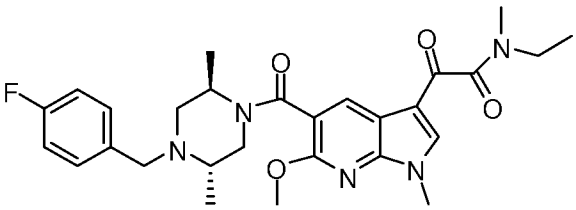
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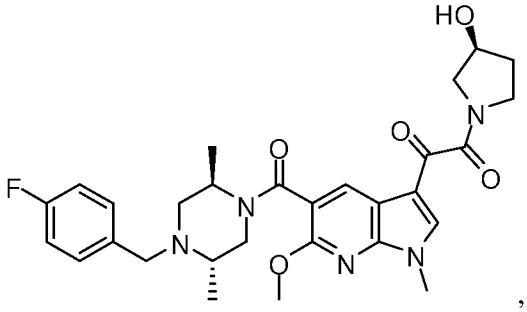
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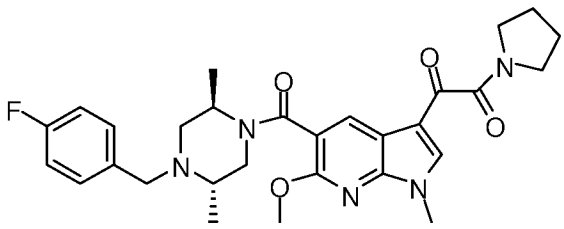
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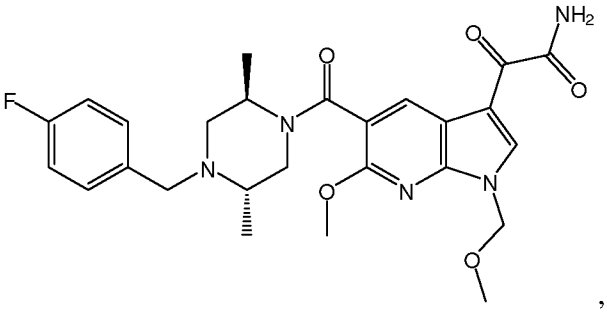
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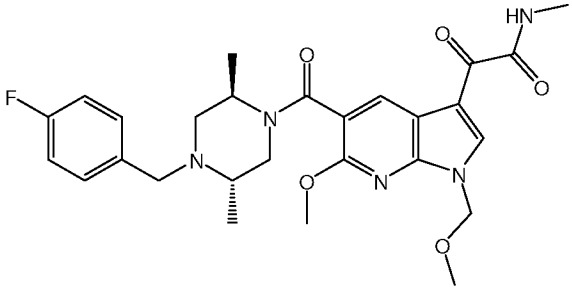
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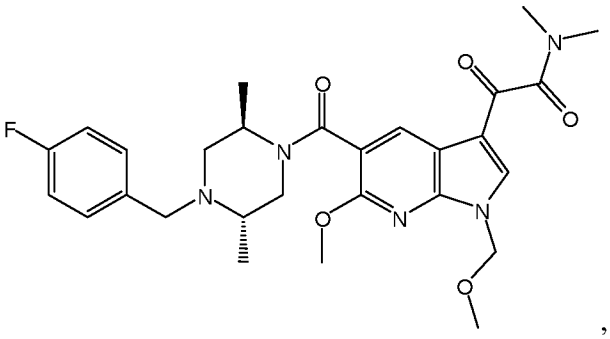
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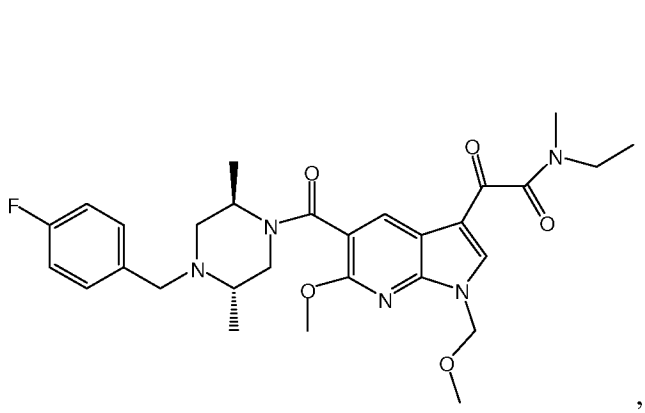
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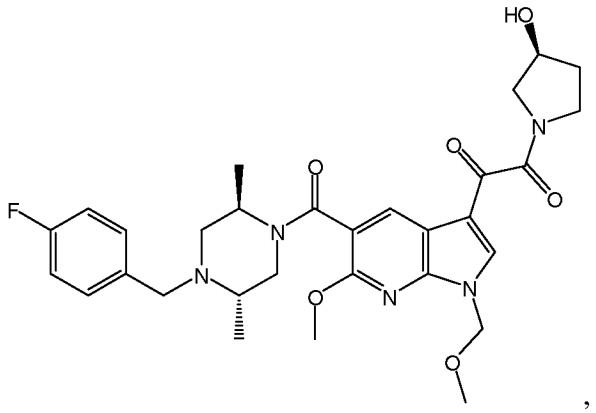
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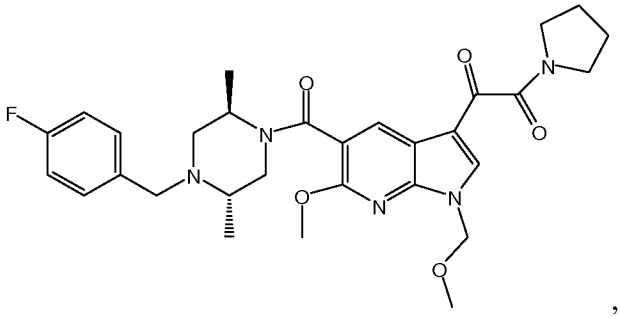
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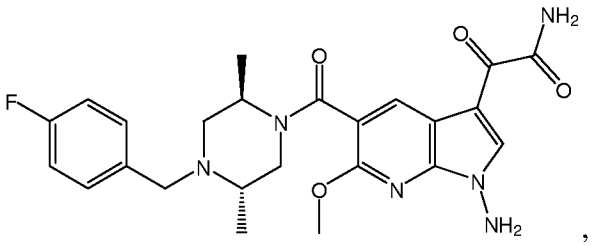
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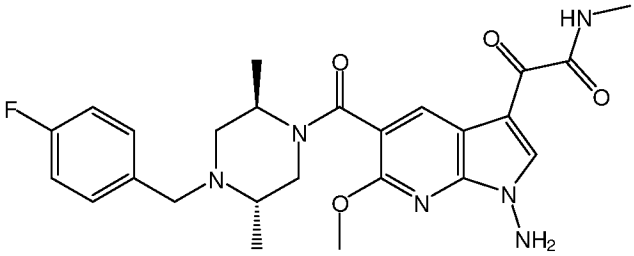
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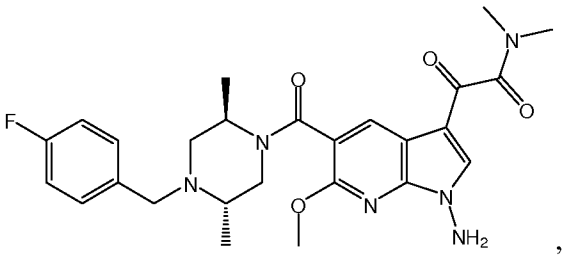
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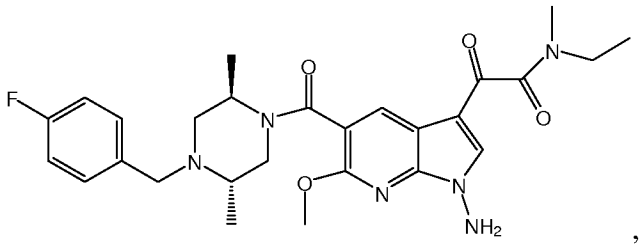
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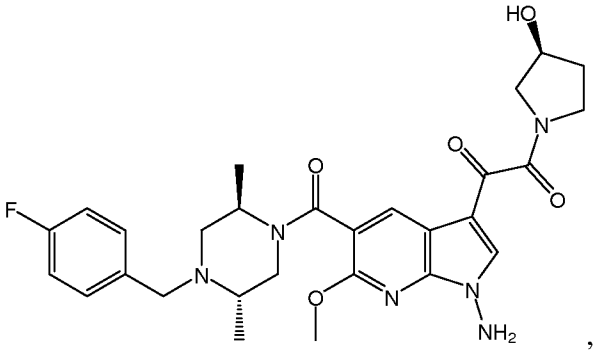
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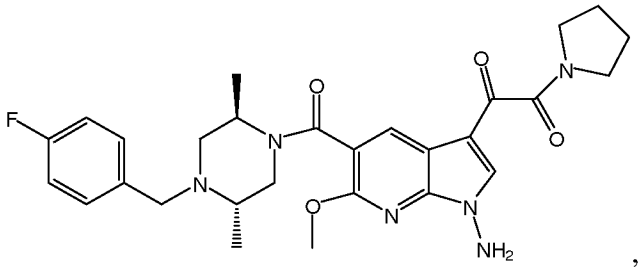
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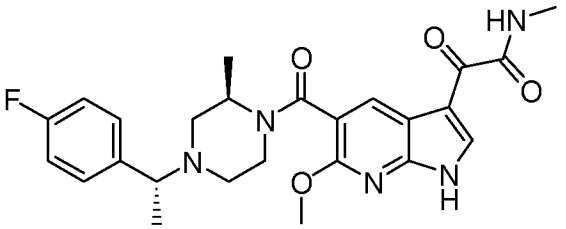
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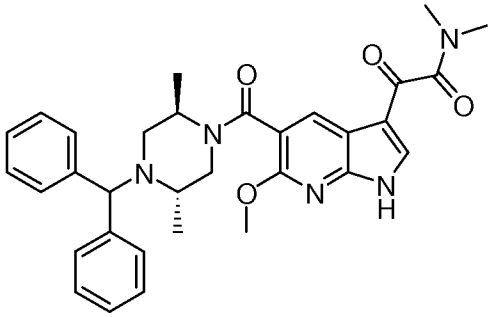
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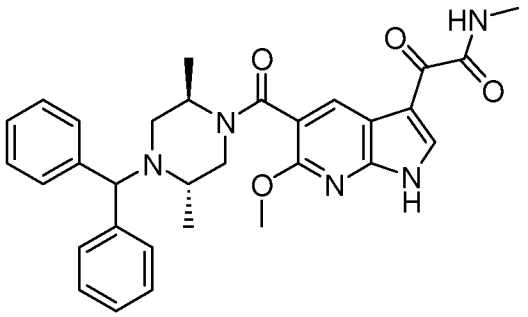
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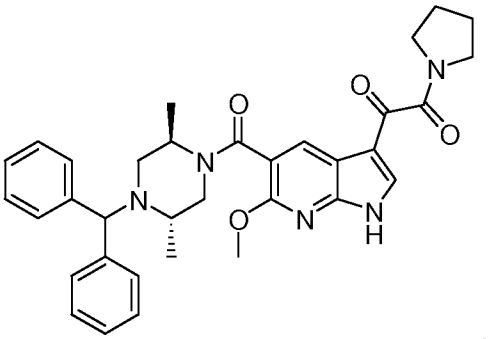
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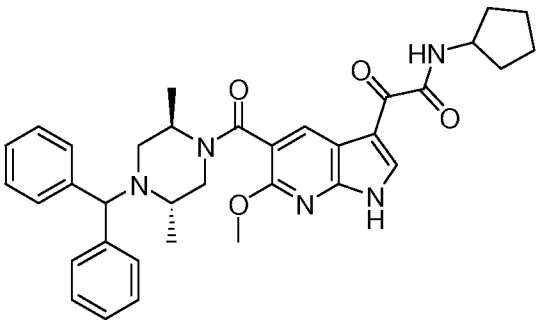
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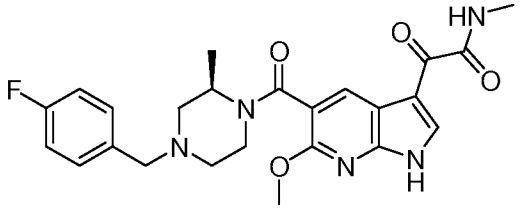
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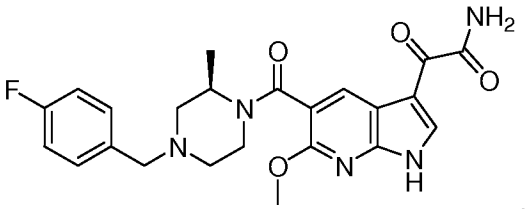
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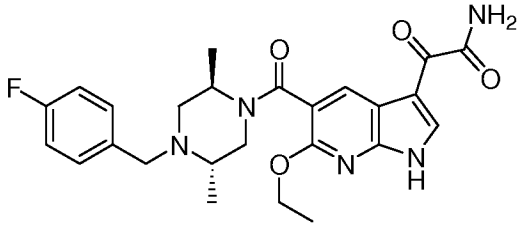
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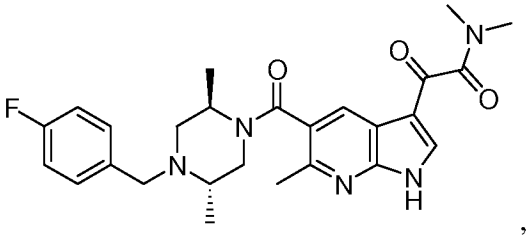
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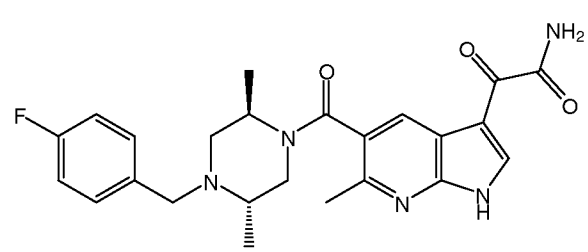
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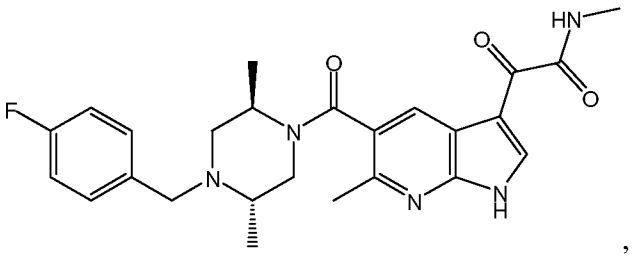
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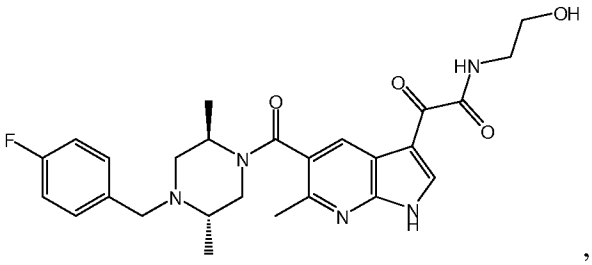
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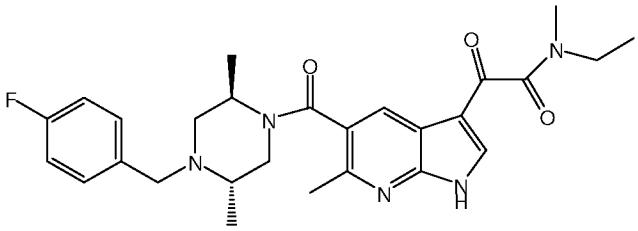
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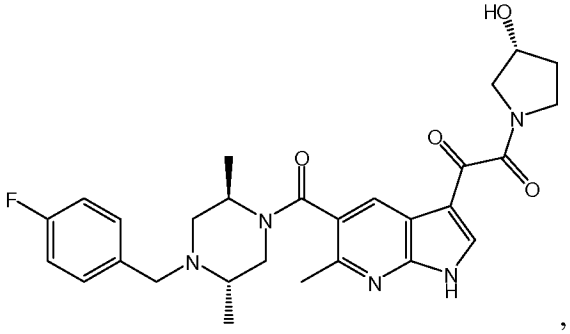
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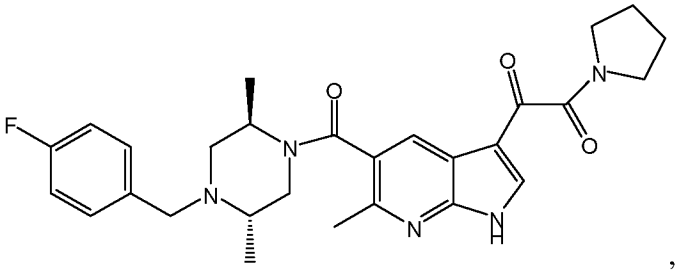
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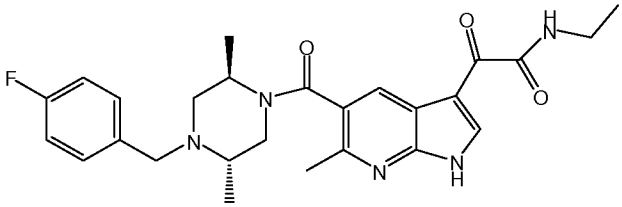
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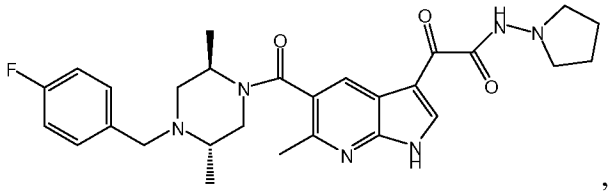
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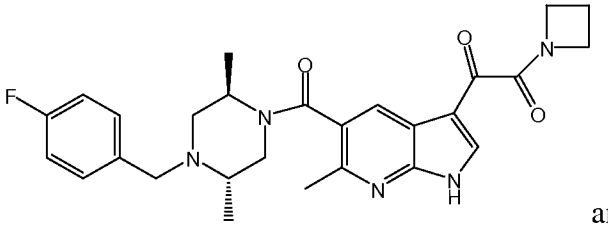
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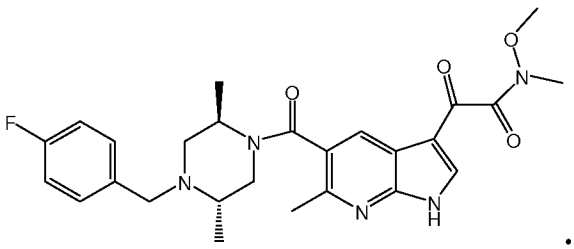
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